Fill in this information to identify th	e case:	
United States Bankruptcy Court for th	e:	
District of _	Hawaii	
Case number (If known):	State) Chapter 11	☐ Check if this is a amended filing
Official Form 201 Voluntary Petitio	n for Non-Individuals Fili	ng for Bankruptcy 12/15
f more space is needed, attach a se number (if known). For more inform	parate sheet to this form. On the top of any additiona ation, a separate document, <i>Instructions for Bankrup</i>	I pages, write the debtor's name and the case tcy Forms for Non-Individuals, is available.
1. Debtor's name	RAE Entertainment Group LLC	
2. All other names debtor used in the last 8 years		
Include any assumed names, trade names, and doing business as names		
3. Debtor's federal Employer Identification Number (EIN) 4. Debtor's address	Principal place of business	Mailing address, if different from principal place
		of business
	Cabarae Theatre Number Street Hilton Hawaiian Village	1687-A Kalauokalani Way #105 Number Street
	2005 Kalia Rd.	P.O. Box
	Honolulu, HI 96815	Honolulu, HI 96814
	City State ZIP Code	City State ZIP Code
		Location of principal assets, if different from principal place of business
	County	Number Street
		City State ZIP Code
5. Debtor's website (URL)		
	777	
6. Type of debtor	Corporation (including Limited Liability Company (Partnership (excluding LLP) Other. Specify:	(LLC) and Limited Liability Partnership (LLP))

Voluntary Petition for Non-Individuals Filing for Bankruptcy

page 1

Debtor		RAE Entertainment Group LLC Case number (# known)					
Debioi							
		A. Check one:					
7. Descri	escribe debtor's business						
		☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))					
		☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))					
		Railroad (as defined in 11 U.S.C. § 101(44))					
		☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))					
		☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))					
		Clearing Bank (as defined in 11 U.S.C. § 781(3))					
		☑KNone of the above					
		and the control of th					
		B. Check all that apply:					
		☐ Tax-exempt entity (as described in 26 U.S.C. § 501)					
		Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)					
		☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))					
		C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See					
		http://www.uscourts.gov/four-digit-national-association-naics-codes . 7 1 1 1					
		<u> </u>					
	nder which chapter of the	Check one:					
	ankruptcy Code is the ebtor filing?	☐ Chapter 7					
4	estor ming:	Chapter 9					
		Chapter 11. Check all that apply:					
		Debtor's aggregate noncontingent liquidated debts (excluding debts owed to					
		insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every 3 years after that).					
		☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the					
		debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).					
		☐ A plan is being filed with this petition.					
		Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).					
		☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.					
		The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.					
		☐ Chapter 12					
9. V	Vere prior bankruptcy cases	☑ No					
	iled by or against the debtor						
W	vithin the last 8 years?	Yes. District When Case number					
	f more than 2 cases, attach a separate list.						
s		District When Case number					
	Are any bankruptcy cases ending or being filed by a	🖄 No					
	ousiness partner or an	Yes. Debtor Relationship					
	ffiliate of the debtor?	District When					
	ist all cases. If more than 1, attach a separate list.	Case number, if known					
-							
Off	îcial Form 201	Voluntary Petition for Non-Individuals Filing for Bankruptcy page 2					

Name RAE Entertai	inment Group LLC	Case number (if kno	
. Why is the case filed in <i>thi</i>	S Check all that apply:		The second community of the se
district?	Debtor has had its domi	cile, principal place of business, or princ he date of this petition or for a longer pa	cipal assets in this district for 180 days art of such 180 days than in any other
		erning debtor's affiliate, general partner	r, or partnership is pending in this district.
Does the debtor own or har possession of any real property or personal prope that needs immediate attention?	Yes. Answer below for e Why does the pro It poses or is al What is the haz It needs to be p It includes perisattention (for exassets or other	perty need immediate attention? (Chilleged to pose a threat of imminent and zard? physically secured or protected from the shable goods or assets that could quick xample, livestock, seasonal goods, mean options).	identifiable hazard to public health or safe e weather. ly deteriorate or lose value without at, dairy, produce, or securities-related
	Other		
	Where is the prop	nerty?Number Street	
		City	State ZIP Code
	Is the property ins ☐ No ☐ Yes. Insurance a	sured?	
	Contact na	me	
	Phone	-	_
Statistical and adm	inistrative information		
Debtor's estimation of available funds		for distribution to unsecured creditors. expenses are paid, no funds will be av	ailable for distribution to unsecured credito
Estimated number of creditors	1-49 50-99 100-199 200-999	1,000-5,000 5,001-10,000 10,001-25,000	25,001-50,000 50,001-100,000 More than 100,000
Estimated assets	□ \$0-\$50,000 □ \$50,001-\$100,000 垱 \$100,001-\$500,000	\$1,000,001-\$10 million \$10,000,001-\$50 million \$50,000,001-\$100 million	\$500,000,001-\$1 billion \$1,000,000,001-\$10 billion \$10,000,000,001-\$50 billion

Voluntary Petition for Non-Individuals Filing for Bankruptcy

page 3

Name RAE ENLETTAINI	ment Group LLC	Case number (if)	(nown)
. Estimated liabilities	\$0-\$50,000 \$50,001-\$100,000 \$100,001-\$500,000 \$500,001-\$1 million	XK\$1,000,001-\$10 million ☐ \$10,000,001-\$50 million ☐ \$50,000,001-\$100 million ☐ \$100,000,001-\$500 million	\$500,000,001-\$1 billion \$1,000,000,001-\$10 billion \$10,000,000,001-\$50 billion More than \$50 billion
Request for Relief, De	claration, and Signatures		
VARNING Bankruptcy fraud is a se \$500,000 or imprisonme	erious crime. Making a false si ent for up to 20 years, or both.	tatement in connection with a bankrup 18 U.S.C. §§ 152, 1341, 1519, and 3	ccy case can result in fines up to
 Declaration and signature of authorized representative of debtor 	The debtor requests re petition.	lief in accordance with the chapter of ti	tle 11, United States Code, specified in this
	I have been authorized	to file this petition on behalf of the det	otor.
	I have examined the in correct.	formation in this petition and have a re	asonable belief that the information is true a
	\sim \sim \sim \sim	Ala	n Goldberg d name
···			Commence of the commence of th
8. Signature of attorney	Signature of attorney for c	Date	12/30/2015 MM /DD/YYYY
	Christopher	I. Muzzi	
	Printed name	l Lau & Muzzi LLLC	
	1132 Bishop Number Street	Street, Suite 2400	
	Honolulu,		HI 96813
	City 531-0490		tate ZIP Code
	Contact phone		cmuzzi@hilaw.us mail address
	6939	Hawaii	

Fill in this information to identify the case and this filing:				
Debtor NameRAE Entertainment Group LLC				
United States Bankruptcy Court for the: District of Hawaii				
Case number (If known):				

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

	Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)
	Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
	Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
	Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
	Schedule H: Codebtors (Official Form 206H)
	Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
	Amended Schedule
Œ	Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
	Other document that requires a declaration
	clare under penalty of perjury that the foregoing is true and correct. cuted on 12/30/2015 MM / DD / YYYY Signature of adwidtful signing on behalf of debtor

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

Position or relationship to debtor

Alan Goldberg

Printed name

Manager

RESOLUTION OF THE SOLE MEMBER OF RAE ENTERTAINMENT GROUP LLC

WHEREAS, the undersigned, as the sole member of RAE ENTERTAINMENT GROUP LLC, a Delaware limited liability company (the "Company"), at a meeting held on December 30, 2015, upon decision of the sole Member and with the concurrence of the Manager of the Company, has determined that is desirable, fair, reasonable, and in the best interest of the Company and the Company's creditors. stockholders and other interested parties for the Company to file a petition seeking relief under the provisions of Chapter 11 of Title 11, United States Code ("Bankruptcy Code").

NOW, THEREFORE, BE IT

1. Filing and Prosecution of Bankruptcy Case.

RESOLVED, that it is desirable and in the best interest of the Company, and its creditors, an other interested parties to authorize the Manager to cause to be filed a petition in the name of RAE Entertainment Group LLC. ("Chapter 11 Petition") seeking relief under the provisions of Chapter 11 of the Bankruptcy Code ("Chapter 11 case"); and it is further

RESOLVED, that the Manager be, and hereby is, authorized and directed to execute the Chapter 11 Petition and to cause the same to be filed in the United States Bankruptcy Court for the District of Hawaii ("Bankruptcy Court"), in such form and at such time as such officer(s) shall determine; and it is further

RESOLVED, that the Manager is authorized and directed to take all actions necessary to restructure the financial affairs of the Company, including causing to be filed in the bankruptcy case a Disclosure Statement and a Plan of Reorganization ("Plan"), and to seek confirmation of the Plan by the Bankruptcy Court, with such amendments as may be required by the Bankruptcy Court or in the alternative, if circumstances require to file a petition pursuant to 11 U.S.C § 701, et. seq., and it is further

RESOLVED, that the Manager is authorized to execute and file (or direct others to do so on behalf of the Company as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in connection therewith, to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all actions which they deem necessary and proper in connection with the Chapter 11 case.

2. General Authorizing, Resolution.

RESOLVED, that the Manager, shall have full authority to act and is authorized and directed, on behalf of the Company, under the Company's seal or otherwise, to make, enter into, execute, deliver and file any and all other or further agreements, documents, certificates, materials and instruments, to disburse funds of the Company, to take or cause to be taken any and all other actions, and to incur all such fees and expenses as any such officer deems to be necessary, appropriate or advisable to carry out the purposes of the foregoing resolutions and the transactions contemplated thereunder and/or to successfully complete a Chapter 11 case, the taking of any such action to constitute conclusive evidence of the exercise of such discretionary authority; and it is further

RESOLVED, that all authorized actions, transactions, or agreements undertaken prior to the adoption of these resolutions by any the Manager of the Company on behalf of the Company in connection with the foregoing matters are hereby authorized, approved, ratified, confirmed and adopted as the acts of the Company; and it is further

RESOLVED, that the Manager is authorized, empowered and directed to certify and attest any documents or materials which they deem necessary, desirable or appropriate to consummate the transactions contemplated by the foregoing resolutions, without the necessity of the signature or attestation of any other officer or the affixing of any seal of the Company.

3. Designation of Responsible Person.

RESOLVED, that ALAN GOLDBERG, be and is hereby appointed as the person responsible for performing the duties and responsibilities of the debtor in the proposed Chapter 11 proceeding and authorized to file the petition.

/ / / / The undersigned does hereby further certify that the foregoing resolution are in full force and effect as of the date hereof.

DATED: Honolulu, Hawaii, 12/30/15.

RAE ENTERTAINMENT GROUP LLC

By its sole member:

RAE PACIFIC LLS a Hawaii limited liability company

B(v:

Alan Goldberg Its: Member

Wanda Goldberg

Its: Member

Fill in this information to identify the case:		
Debtor name	RAE Entertainment Group LLC	
United States Bankrupto	cy Court for the:	District of Hawaii
Case number (If known)	Martin Professional Confederation Community	(State)

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	debts, bank loans, contingent,		Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	KLOIBER HOLDINGS,LLC HL ENTERTAINMENT, LLC 106 WESTVINE ST. #600 LEXINGTON, KY 40507	Thomas Szczygielski (859) 321-1822	Trade	Contingent			\$1,100,000
2	HILTON HAWAIIAN VILLAGE 2005 KALIA RD. HONOLULU, HI 96815	Jerry Gibson (808) 941-9226	Lease Rent		an Talancania da manana ma	Manufacture of the second seco	\$120,911.86
3	RUBICON 92-1252 UMENA ST. KAPOLEI, HI 96707	Jerry Pupillo (808) 341-3020	Trade				\$50,000
4	SLD SPORTS HAWAII, LLC 91-221 PAIAHA PLACE KAPOLEI, HI 96707	Stephen Yoda (808) 782-2714	Trade	Disputed	The second secon		\$42,500
5	HEINRICH & BULLARD MARKETING 1067 ALAKEA ST., PENTHOUSE HONOLULU, HI 96814	Patrick Bullard (808) 566-5272	Trade			-	\$22,000
6	ALAN GOLDBERG 1687-A KALAUOKALANI WAY #105 HONOLULU, HI 96814	(808) 489-6787	Wages		and the charge of the charge o	and particular description of the second	\$18,000
7	4-WALL ENTERTAINMENT 3165 W SUNSET RD., SUITE 100 LAS VEGAS, NV 89118	Barbara Brennan (702) 263-3858	Trade		annen an energy physical addresses and an energy of		\$14,157.40
8	HAWAII PRO SOUND 2645 KILIHAU ST #A HONOLULU, HI 96819	Chris Waidzunis (808) 479-4901	Trade				\$8,864.71

12/15

RAE ENTERTAINMENT GROUP LLC		
	Case number (if known)	

Name of creditor and complete Name, telephone number, and Nature of the claim Indicate if Amount of unsecured claim email address of creditor (for example, trade claim is mailing address, including zip code If the claim is fully unsecured, fill in only unsecured debts, bank loans, contact contingent, claim amount. If claim is partially secured, fill in professional unliquidated, total claim amount and deduction for value of services, and or disputed collateral or setoff to calculate unsecured claim government contracts) Total claim, if Deduction for Unsecured partially value of claim secured collateral or setoff Holly Suvama HONOLULU STAR ADVERTISER \$7,800 9 500 ALA MOANA BLVD., #7-500 Trade HONOLULU, HI 96813 Erika Kaufman \$6,000 Trade F-PR (808) 779-5477 10 5482 EDGEWOOD PLACE, #1 LOS ANGELES, CA 90019 11 JANI KING HAWAII Trade \$ \$4.890.63 (EMPICO INC.) 94-155 LEO'OLE ST., SUITE 119 WAIPAHU, HI 96797 \$2,825,29 YOUNGS MARKET CO. OF HAWAII Trade 12 94-501 KAU ST. WAIPAHU, HI 96797 Trade BENEFIT & RISK MANAGEMENT SERV., INC. \$2,200 13 560 NORTH NIMITZ HIGHWAY, SUITE 209 HONOLULU, HI 96817 SOUTHERN WINE AND SPIRITS \$1,670.57 14 155 KAPAHULU PL., SUITE 300 HONOLULU, HI 96819 Trade \$932.82 TRIPLE F 15 Trade 98-735 KUAHAO PL. PEARL CITY, HI 96782 Trade FAMILY HEALTH HAWAII 16 \$784.47 1440 KAPIOLANI BLVD., SUIE 1000 HONOLULU, HI 96814 Trade \$643.98 17 K&G ASSOCIATES INC. Gayle Kemit 1449 SOUTH BERETANIA ST., SUITE C (808) 941-4779 HONOLULU, HI 96814 \$571.00 Trade 18 ANHEUSER BUSCH 99-877 IWAENA ST. AIEA, HI 96701 Robert Lazo ROBERT LAZO \$6000 Trade 19 2145 Bachelot St. (808) 754-2216 Honolulu, HI 96817 AFL HOTEL AND RESTAURANT WORKERS HEALTH AND WELFARE TRUST CHANDEL TAUSAGA \$2550.93 Trade 20 560 NORTH NIMITZ HWY HONOLULU, HI 96817

Debtor

AFL HOTEL AND RESTAURANT WORKERS HEALTH AND WELFARE TRUST CHANDEL TAUSAGA 560 NORTH NIMITZ HWY HONOLULU, HI 96817

ALSCO HONOLULU P.O. BOX 3020 HONOLULU HI 96802

ANHEUSER BUSCH 99-877 IWAENA ST. AIEA, HI 96701

BENEFIT & RISK MANAGEMENT SERVICES, INC. 560 NORTH NIMITZ HIGHWAY, SUITE 209 HONOLULU, HI 96817

E-PR ERIKA KAUFMAN 5482 EDGEWOOD PLACE, #1 LOS ANGELES, CA 90019

FAMILY HEALTH HAWAII 1440 KAPIOLANI BOULEVARD, SUITE 1000 HONOLULU, HI 96814

GOLDBERG, ALAN 1687-A KALAUOKALANI WAY #105 HONOLULU, HI 96814

HAGADONE P.O. BOX 30041 HONOLULU, HI 96820

HAWAII PRO SOUND CHRIS WAIDZUNIS 2645 KILIHAU ST # A HONOLULU, HI 96819

30159/1/85933

HEINRICH & BULLARD MARKETING 1067 ALAKEA STREET PENTHOUSE HONOLULU, HAWAII 96813

HILTON HAWAIIAN VILLAGE 2005 KALIA RD. HONOLULU, HI 96815

HL ENTERTAINMENT, LLC 1630 CRESPO DRIVE LA JOLLA, CALIFORNIA 92037

HONOLULU STAR ADVERTISER 500 ALA MOANA BLVD., STE. 7-500 HON., HI 96813

INTERNAL REVENUE SERVICE PO BOX 7346 PHILADELPHIA, PA 19101-7346

JANI KING HAWAII (EMPICO INC.) 94-155 LEO'OLE ST., SUITE 119 WAIPAHU, HI 96797

KEMIT, GAYLE K&G ASSOCIATES INC 1449 SOUTH BERETANIA ST, SUITE C HONOLULU, HI 96814

KLOIBER HOLDINGS, LLC 106 WEST VINE STREET, SUITE 600 LEXINGTON, KY 40507

LAZO, ROBERT 2145 BACHELOT ST. HONOLULU, HI 96817 MENEHUNE WATER 99-1205 HALAWA VALLEY ST. AIEA, HI 96701

RAE PACIFIC LLC 1687-A KALAUOKALANI WAY SUITE #105 HONOLULU, HI 96814

REAL PROPERTY TAX COLLECTION UNIT DIVISION OF TREASURY CITY & COUNTY OF HONOLULU 530 S. KING STREET HONOLULU, HI 96813

RMD GROUP LLC 614 5TH AVENUE, SUITE A SAN DIEGO, CA 92101

RUBICON JERRY PUPILLO 92-1252 UMENA STREET KAPOLEI, HI 96707

SLD SPORTS HAWAII, LLC 91-221 PAIAHA PLACE KAPOLEI, HI 96707

SOUTHERN WINE AND SPIRITS 155 KAPAHULU PL., SUITE 300 HONOLULU, HI 96819

STATE OF HAWAII DEPARTMENT OF TAXATION ATTN: BANKRUPTCY UNIT P. O. BOX 259 HONOLULU, HI 96809-0259 TRIPLE F 98-735 KUAHAO PL. PEARL CITY, HI 96782

4-WALL ENTERTAINMENT 3165 W SUNSET RD, SUITE 100 LAS VEGAS, NV 89118

YOUNGS MARKET CO. OF HAWAII 94-501 KAU ST. WAIPAHU, HI 96787 Filer's Name, Address, Phone, email: Christopher J. Muzzi (6939) Tsugawa Biehl Lau & Muzzi LLLC 1132 Bishop Street, Suite 2400 Honolulu, HI 96813 Telephone No.: (808) 531-0490

Telephone No.: (808) 531-049 Email: cmuzzi@hilaw.us



Debtor(s): RAE Entertainment Group LLC	Chapter 11 Case No.
DEBTOR'S V	RIFICATION OF CREDITOR LIST
The undersigned debtor certifies under schedules D, E, F, G, and H have been listed all my creditors, parties to leases and execut	enalty of perjury that <u>all entities included or to be included</u> in In the creditor list submitted with this verification. This includes ory contracts, and codebtors.
I also certify that the names and addres knowledge.	es of the listed entities are true and correct to the best of my
Parties listed in my schedules who have not RAE Entertainment Group LLO	creditor list and pay an amendment fee if there are creditors or been included in this list.
Alan Goldberg, Manager	/s/
Dated: 12/30/2015	Datod: